

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
April 25, 2018**

**Board Members Present:** R.J. Adler, Molly Anderson, Nadine Barnicle, Ilaria Brancoli Busdraghi, Lynn Dunton, Ann LaFiandra, Jay Leshinsky, Tam Stewart, Louise Vojtisek, Amanda Warren.

**Board Members Absent:** Kate Gridley.

**Others present:** Victoria DeWind (staff liaison), Glenn Lower (GM),

**Board Monitor:** Louise.

**Call to Order:** The meeting was called to order at 6:35 pm.

**Member-owner Business:** Jay reported a request from a customer to move the parking sign on the building so it is more effective. Louise mentioned being surprised that a Monkton resident who loves the Co-op's friendly customer service is not a member-owner. Ann mentioned an article in an Australian newspaper about the requirement for all seeds to be treated with fungicide and what this means for organic food.

Tam noted the letter from Amy McAninch that he posted on Basecamp about a plastic bag ban in Middlebury. As an operational issue, Glenn will respond. Louise suggested the Board have talking points for a unified voice on this issue.

Amanda talked about a conversation with disgruntled former staff which made her question if a policy was needed for reporting issues, comments and information. Not sharing concerns means it may not be dealt with completely. Most issues would be operational and can be posted on Basecamp for Glenn to see. Any larger issue can get Board time. After further discussion, the Board consensus was that there is no need for a GP to be monitored. All issues should be reported to Tam to pass on to Glenn or to both at the same time. Responses to all comments should be based on "listen, validate and share".

**Approval of Minutes:** On a motion by R.J., seconded by Molly, the minutes of March 21, 2018 were approved with all in favor and Nadine abstaining.

**GM Report:** The Annual Meeting was discussed. Previously, asking for input on the MNFC name had been suggested. R.J. felt that before asking that, the question should be "are we a store for everybody?" The Board should give due diligence to diversity and barriers to access. This could then lead to a name change. A survey was discussed as well as seating Board directors at each table to lead a discussion. Given the party nature of the gathering with families and high noise level in that space, it has been challenging to have a conversation with attendees. Posters were suggested on which people could write comments. It was agreed that Glenn and Tam will introduce topics that have come to the Board's attention on which they are looking for feedback from member-owners. These will be listed on cards with 1-5 rankings to be distributed to all the tables for people to fill out. Nadine will work with Glenn on this to list possible topics such as inclusivity, name, plastics, transportation access, bike racks, etc.

The Board supported the proposed unconscious bias training with other co-op boards as a way to share the expense while getting to know other board directors.

**EL 3 – Business Planning and Financial Budgeting:** Tam noted that the Business Plan documents the work done toward meeting Ends. Glenn noted that the Co-op was on target to return to profitability in 1 year, twice as fast as usual for expanding co-ops. The goal is profit but also to keep doing Ends work and work place improvement. Tam asked if MNFC membership is average for co-ops of similar size. Glenn said 5,000 is a good number but not record breaking and there are other variables such as rural vs. urban, population base and basket size. 85% of MNFC sales are to member-owners which is high.

R.J. asked if all previous debt had been paid off before the expansion. Glenn replied yes but it was a moment in time with frequent changes. The member loan and cash equity were used to reduce borrowing. The reserved \$2 million cash will serve future needs and provide a safety valve.

Glenn was asked about “category management”. He said it breaks up larger departments into groups of similar items and uses internal and external data to determine the range of choice and best sellers to offer on the shelves.

The role of the Board included in the Business Plan was noted as important and it is doing more than monitoring finances. A strong Board is important for the over wellbeing of the Co-op.

Ilaria asked why “organic” is not in the opening EL comments of meeting Ends with a focus on local, co-op ownership and education. Glenn said that the Buying Criteria is what defines healthy food and that includes organic and local.

Jay asked about the credit card fee settlement. Glenn said the Co-op was charged too much and NCG negotiated a settlement to repay the co-op \$14,000. Louise said the \$200,000 in fees paid last year means that a lot is lost to the community. She agreed to bring this topic to the Annual Meeting again.

The Board agreed that EL 3 documents upcoming projects well. All agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

**Staff Appreciation:** Louise asked if the Board had any new ideas for expressing appreciation. She noted the real success before came from direct interaction with the staff. It was agreed that a food orientation was good and a weekend brunch was suggested. For summer, cold soup and salad as well as tacos was suggested and, of course, chocolate. Holding them quarterly was suggested. Amanda suggested a raffle for a massage to tie it to the community. (Amanda left the meeting 8:13)

**Board Newsletter article:** R.J. suggested doing an article on diversity and inclusion again. It was agreed to wait until after the annual meeting survey and the multi-co-op training.

**Packaging:** Louise asked about the plan to offer cut fruit and vegetables. Would there be a “vegetable butcher”? Glenn said this would be in the produce department. How to avoid plastic packaging will be a concern. It was asked if the Co-op can clean returned ball jars.

**Next Meeting:** May 23 - Annual Meeting and Policy revision

**Adjournment:** At 8:32 the meeting was adjourned with all voting in favor of a motion by Tam, seconded by R.J.

Respectfully submitted by Victoria DeWind